

LAW OFFICES OF
LOUIS E. GITOMER, LLC

247418

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2205

600 BALTIMORE AVENUE,
SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 * (202) 466-6532
FAX (410) 332-0885

ENTERED
Office of Proceedings
April 5, 2019
Part of
Public Record

April 5, 2019

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001



Re: Docket No. FD 36289, *3i RR Holdings GP LLC, 3i Holdings Partnership L.P.,
and 3i RR LLC—Control Exemption—Regional Rail Holdings, LLC*

Dear Ms. Brown:

Enclosed are the original and 10 copies of the Notice of Exemption, a diskette containing a WORD and pdf version of the Notice, and a diskette attached to the original and each copy of the Notice containing a copy of the redacted Agreement and Plan of Merger, and a check in the amount of \$1,500 to cover the filing fee. Twenty unbound copies of the map are also enclosed.

Please time and date stamp the extra copy of the filing and return it in the enclosed envelop. Thank you for your assistance. If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer
Attorney for 3i RR Holdings GP LLC,
3i Holdings Partnership L.P., and 3i RR LLC

Enclosures

FEE RECEIVED
April 5, 2019
SURFACE
TRANSPORTATION BOARD

FILED
April 5, 2019
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD



Docket No. FD 36289

3i RR HOLDINGS GP LLC, 3i HOLDINGS PARTNERSHIP L.P., AND 3i RR LLC
-CONTROL EXEMPTION-
REGIONAL RAIL HOLDINGS, LLC

VERIFIED NOTICE OF EXEMPTION

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer LLC
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgrailaw.com

Attorney for 3i RR Holdings GP LLC,
3i Holdings Partnership L.P., and
3i RR LLC

Dated: April 5, 2019

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36289



3i RR HOLDINGS GP LLC, 3i HOLDINGS PARTNERSHIP L.P., AND 3i RR LLC
—CONTROL EXEMPTION—
REGIONAL RAIL HOLDINGS, LLC

VERIFIED NOTICE OF EXEMPTION

3i RR HOLDINGS GP LLC, 3i HOLDINGS PARTNERSHIP L.P., and 3i RR LLC (“3i RR”), all noncarriers that do not control and are not affiliated with any carriers, pursuant to 49 C.F.R. §§1180.2(d)(2) and 1180.4(g), files this Verified Notice of Exemption with the Surface Transportation Board (the “Board”) seeking exemption from the prior approval requirements of 49 U.S.C. §§11323-11325, to acquire control of Regional Rail Holdings, LLC (“Holdings”) and its rail carrier subsidiaries described below.

a. 1180.6(a)(1)(i). A brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.

3i RR Holdings GP LLC controls 3i Holdings Partnership L.P., which in turn controls 3i RR. None are carriers or control or are affiliated with carriers.

Pursuant to an Agreement and Plan of Merger dated as of March 29, 2019, 3i RR intends to acquire 100% of the equity interests of Holdings in a reverse subsidiary merger transaction in which 3i RR’s wholly owned noncarrier subsidiary Coltrane Merger Sub, LLC (“Coltrane”) will merge with and into Holdings, with Holdings continuing as the surviving entity and a wholly-owned subsidiary of 3i RR (the “Proposed Transaction”).

Holdings is a non-carrier holding company that indirectly controls the following three class III railroads: (1) East Penn Railroad, LLC (“ESPN”); (2) Middletown & New Jersey Railroad, LLC (“MNJ”); and (3) Tyburn Railroad LLC (“Tyburn”) (collectively referred to as the “Subsidiary Railroads”).¹ As a result of the Proposed Transaction, the instant Notice of Exemption seeks exemption for 3i RR Holdings GP LLC, 3i Holdings Partnership L.P., and 3i RR to acquire indirect control of the Subsidiary Railroads through control of Holdings.

The Subsidiary Railroads do not connect, the acquisition of control of the Subsidiary Railroads is not intended to connect with any railroads in the corporate family of 3i RR Holdings GP LLC, 3i Holdings Partnership L.P., and 3i RR, and a Class I carrier is not involved. The proposed transaction meets the requirements of 49 C.F.R. §1180.2(d)(2).

Applicants 3i RR Holdings GP LLC, 3i Holdings Partnership L.P., and 3i RR LLC are located at One Grand Central Place, 60 E. 42nd Street, Suite 4100, New York, NY 10165, (212) 848-1455.

Counsel to whom questions concerning the transaction can be addressed is:

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer LLC
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgraillaw.com

b. 1180.6(a)(1)(ii). The proposed time schedule for consummation of the proposed transaction.

3i RR Holdings GP LLC, 3i Holdings Partnership L.P., and 3i RR intend to acquire control of Holdings on or after May 5, 2019, and the control of the Railroad Subsidiaries on the same date.

¹ Holdings acquired control of the Subsidiary Railroads pursuant to *Regional Rail Holdings, LLC-Acquisition of Control Exemption-Regional Rail, LLC*, Docket No. FD 35945 (served August 5, 2015).

c. 1180.6(a)(1)(iii). The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving the financial viability of the applicants.

3i RR intends to implement operating economies where feasible without disrupting service to shippers and to use its financial resources to sustain the financial viability of the Railroad Subsidiaries.

d. 1180.6(a)(5). A list of the State(s) in which any part of the property of each applicant carrier is situated.

ESPN is a Class III railroad that operates in Pennsylvania and Delaware.

MNJ is a Class III railroad that operates in New York.

Tyburn is a Class III railroad that operates in Pennsylvania.

e. 1180.6(a)(6). Map (Exhibit B). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board.

See Exhibit B at the end of the pleading with colored maps.

f. 1180.6(a)(7)(ii). Agreement (Exhibit A). Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction.

A redacted copy of the Agreement and Plan of Merger dated as of March 29, 2019 is attached hereto in Exhibit A. A non-redacted Confidential copy of the Agreement and Plan of Merger is being concurrently been filed under seal along with a Motion for Protective Order.

g. Labor Protection.

ESPN, MNJ, and Tyburn are all class III railroads. As such, under 49 U.S.C. §11326(c), labor protection does not apply to this transaction.

h. Interchange Commitment.

3i RR certifies the Proposed Transaction does not involve a provision or agreement that may limit future interchange with a third-party connecting carrier. The terms of agreements between the Subsidiary Railroads and third-party railroads will not be altered as part of the Proposed Transaction.

i. Environmental and Historical Documentation.

This transaction qualifies for classification under 49 C.F.R. §§1105.6(c)(1)(i) and 1105.8(b)(3), and thus neither an Environmental Report nor a Historic Report is required to be filed.

Respectfully submitted,



Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer LLC
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgraillaw.com

Attorney for 3i RR Holdings GP LLC,
3i Holdings Partnership L.P., and
3i RR LLC

Dated: April 5, 2019

VERIFICATION

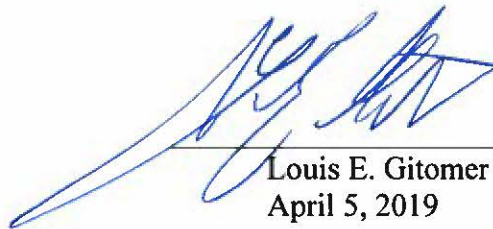
I, Benjamin Krause, Partner of 3i RR LLC, verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on April 3, 2019.


Benjamin Krause

CERTIFICATE OF SERVICE

I hereby certify that I have caused the Verified Notice of Exemption in Docket No. FD 36289, *3i RR Holdings GP LLC, 3i Holdings Partnership L.P., and 3i RR LLC—Control Exemption—Regional Rail Holdings LLC* to be served by first class mail, postage pre-paid on the Secretary of the United States Department of Transportation, the Attorney General of the United States, the Federal Trade Commission and on the Governor, Public Service Commission, and Department of Transportation of the States of Delaware, New York, and Pennsylvania.



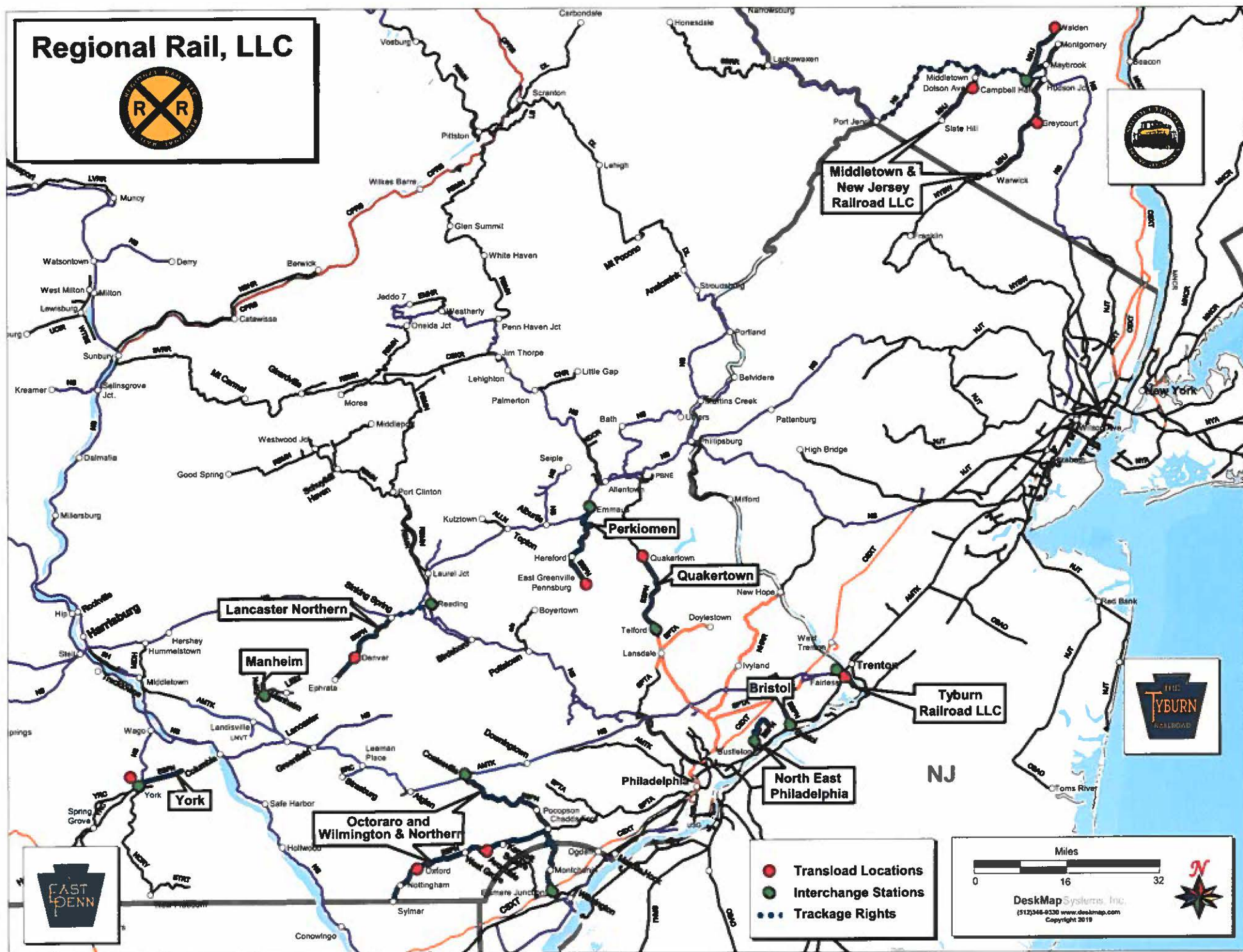
Louis E. Gitomer
April 5, 2019

**EXHIBIT A-AGREEMENT
(REDACTED)**

See Attached Disc

EXHIBIT B-MAPS

Regional Rail, LLC



Middletown &
New Jersey
Railroad LLC

Perkiomen

Quakertown

Lancaster Northern

Manheim

York

Octoraro and
Wilmington & Northern

Bristol

Tyburn
Railroad LLC

North East
Philadelphia

- Transload Locations
- Interchange Stations
- Trackage Rights



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